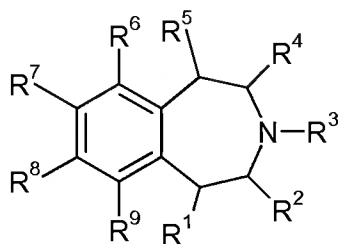


Amendments to the Claims

1. (Currently Amended) A compound of Formula I:



I

where:

R^1 is hydrogen, ~~fluoro~~, or ~~(C₁-C₃)alkyl~~;

R^2 , R^3 , and R^4 are each ~~independently~~ hydrogen, ~~methyl~~, or ~~ethyl~~;

R^5 is hydrogen, ~~fluoro~~, ~~methyl~~, or ~~ethyl~~;

R^6 is ~~-C≡C-R¹⁰~~, ~~-O-R¹²~~, ~~-S-R¹⁴~~, or ~~-NR²⁴R²⁵~~;

R^7 is ~~hydrogen~~, halo, cyano, or CF₃ ~~(C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₂-C₆)alkenyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl,~~

~~(C₁-C₆)alkoxy optionally substituted with 1 to 6 fluoro substituents, (C₁-C₆)alkylthio optionally substituted with 1 to 6 fluoro substituents, Ph⁺-(C₀-C₃)alkyl, Ph⁺-(C₀-C₃)alkyl-O-, or Ph⁺-(C₀-C₃)alkyl-S-~~;

R^8 is hydrogen, halo, cyano, or ~~SCF₃~~;

R^9 is hydrogen;

R^{10} is ~~CF₃~~, ~~ethyl substituted with 1 to 5 fluoro substituents~~, ~~(C₃-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents~~, ~~(C₃-C₇)cycloalkyl~~~~(C₀-C₃)alkyl~~, ~~Ar¹-(C₀-C₃)alkyl~~, ~~Ph⁺-(C₀-C₃)alkyl~~, or ~~3-(C₁-C₄)alkyl 2-oxoimidazolidin-1-yl~~~~(C₁-C₃)alkyl~~;

R^{12} is ~~Ph²-(C₁-C₃)alkyl~~, ~~Ar²-(C₁-C₃)alkyl~~, ~~(C₁-C₆)alkyl-S-(C₂-C₆)alkyl~~, ~~(C₃-C₇)cycloalkyl-S-(C₂-C₆)alkyl~~, ~~phenyl-S-(C₂-C₆)alkyl~~, ~~Ph²-S-(C₂-C₆)alkyl~~, ~~phenylcarbonyl-(C₁-C₃)alkyl~~, ~~Ph²-C(O)-(C₁-C₃)alkyl~~, ~~(C₁-C₆)alkoxycarbonyl-(C₂-C₆)alkyl~~, ~~(C₃-C₇)cycloalkyl-OC(O)-(C₂-C₆)alkyl~~, ~~phenyloxycarbonyl-(C₂-C₆)alkyl~~, ~~Ph²-OC(O)-(C₂-C₆)alkyl~~, ~~Ar²-OC(O)-(C₂-C₆)alkyl~~, ~~(C₃-C₇)cycloalkyl-NH-C(O)-(C₂-C₄)alkyl~~, ~~Ph⁺-NH-C(O)-(C₂-C₄)alkyl~~, ~~Ar²-NH-C(O)-(C₂-C₄)alkyl~~, or ~~R¹³-C(O)NH-(C₂-C₄)alkyl~~;

R^{13} is ~~(C₃-C₇)cycloalkyl~~~~(C₀-C₃)alkyl~~, ~~Ph⁺~~, ~~Ar²~~, or ~~(C₁-C₃)alkoxy optionally substituted with 1 to 6 fluoro substituents~~, ~~Ph⁺-NH~~ or ~~N-linked Het⁺~~;

R^{14} is Ar^2 which is not N-linked to the sulfur atom, Ph^2 , $R^{15}-L$, tetrahydrofuranyl, tetrahydropyranyl, or phenyl-methyl substituted on the methyl moiety with a substituent selected from the group consisting of (C_1-C_3) -*n*-alkyl substituted with hydroxy, (C_1-C_3) -alkyl-O- (C_1-C_2) -*n*-alkyl, (C_1-C_3) -alkyl-C(O)- (C_0-C_2) -*n*-alkyl, and (C_1-C_3) -alkyl-O-C(O)- (C_0-C_2) -*n*-alkyl,

wherein when R^{14} is Ph^2 or Ar^2 , wherein Ar^2 is pyridyl, then R^{14} may also, optionally be substituted with phenyl-CH=CH- or phenyl-C≡C-,

said phenyl-CH=CH- or phenyl-C≡C- being optionally further substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, SCF_3 , (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C_1-C_6) -alkoxy optionally further substituted with 1 to 6 fluoro substituents, and

wherein when Ar^2 is pyridyl, the pyridyl may alternatively, optionally be substituted with $R^{28}R^{29}N-C(O)-$, and optionally further substituted with one methyl, CF_3 , cyano, or SCF_3 -substituent, or with 1 to 2 halo substituents, and

wherein the tetrahydrofuranyl and tetrahydropyranyl may optionally be substituted with an oxo-substituent, or with one or two groups independently selected from methyl and CF_3 ;

R^{15} is OR^{16} , cyano, SCF_3 , Ph^2 , Ar^2 , quinolinyl, isoquinolinyl, cinolinyl, quinazolinyl, phthalimido, benzothiophenyl optionally substituted at the 2-position with phenyl or benzyl, benzothiazolyl optionally substituted at the 2-position with phenyl or benzyl, benzothiadiazolyl optionally substituted with phenyl or benzyl, 2-oxo-dihydroindol-1-yl optionally substituted at the 3-position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-dihydroindol-5-yl optionally substituted at the 3-position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, 2-oxo-imidazolidin-1-yl optionally substituted at the 3-position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, —2-oxo-tetrahydropyrimidinyl optionally substituted at the 3 or 4 position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, —2-oxo-tetrahydroquinolin-1-yl optionally substituted at the 3-position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, —2-oxo-dihydrobenzimidazol-1-yl optionally substituted at the 3-position with gem-dimethyl or (C_1-C_6) -alkyl optionally further substituted with 1 to 6 fluoro substituents, $NR^{17}R^{18}$;

~~-C(O)R²², or a saturated heterocycle selected from the group consisting of pyrrolidinyl, piperidinyl, morpholinyl, and thiomorpholinyl, tetrahydrofuranyl, and tetrahydropyranyl, wherein Ph² and Ar² when Ar² is pyridyl, may also optionally be substituted with phenyl-CH=CH- or phenyl-C≡C-,~~

~~said phenyl-CH=CH- and phenyl-C≡C- being optionally further substituted on the phenyl moiety with 1 to 3 substituents independently selected from the group consisting of halo, cyano, -SCF₃, (C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C₁-C₆)alkoxy optionally further substituted with 1 to 6 fluoro substituents, and~~

~~wherein Ar² may alternatively, optionally be substituted with a substituent selected from the group consisting of (C₃-C₇)cycloalkyl (C₀-C₃)alkyl, Het⁺-(C₀-C₃)alkyl, pyridyl (C₀-C₃)alkyl, and phenyl (C₀-C₃)alkyl, and optionally further substituted with one methyl, -CF₃, cyano, or -SCF₃ substituent, or with 1 to 2 halo substituents,~~

~~said pyridyl (C₀-C₃)alkyl and phenyl (C₀-C₃)alkyl optionally being further substituted with 1-3 substituents independently selected from halo, -CH₃, -OCH₃, -CF₃, -OCF₃, -CN, and -SCF₃, and~~

~~wherein when Ar² is pyridyl, the pyridyl may alternatively, optionally be substituted with R²⁸R²⁹-N-C(O)-, or (C₁-C₆)alkyl-C(O)- optionally substituted with 1 to 6 fluoro substituents, and may be optionally further substituted with one methyl, -CF₃, cyano, or -SCF₃ substituent, or with 1 to 2 halo substituents, and~~

~~wherein when Ar² is thiazolyl, the thiazolyl may alternatively, optionally be substituted with (C₃-C₇)cycloalkyl (C₀-C₃)alkyl-NH-, and~~

~~wherein the pyrrolidinyl, piperidinyl, morpholinyl, and thiomorpholinyl is substituted with oxo- on a carbon atom adjacent to the ring nitrogen atom, or is N-substituted with a substituent selected from the group consisting of (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonyl, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-C(O)-, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S(O)₂-, Ph⁺-(C₀-C₃)alkyl-C(O)-, and Ph⁺-(C₀-C₃)alkyl-S(O)₂-, and~~

~~may optionally be further substituted with 1 or 2 methyl or -CF₃ substituents, and when oxo-substituted, may optionally be further N-substituted with a substituent selected from the group consisting of~~

~~(C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents,~~

~~(C₃-C₇)cycloalkyl(C₀-C₃)alkyl, and Ph¹-(C₀-C₃)alkyl, and~~

~~wherein tetrahydrofuranyl and tetrahydropyranyl may optionally be substituted with an oxo substituent, and/or with one or two groups independently selected from methyl and -CF₃;~~

~~L is branched or unbranched (C₁-C₆)alkylene, except when R¹⁵ is -NR¹⁷R¹⁸ or Ar²-N linked to L,~~

~~in which case L is branched or unbranched (C₂-C₆)alkylene, and when L is methylene or ethylene, L may optionally be substituted with gem ethano or with 1 to 2 fluoro substituents, and when R¹⁵ is Ph², Ar², or a saturated heterocycle, L may alternatively, optionally be~~

~~substituted with a substituent selected from the group consisting of hydroxy, cyano, -SCF₃,~~

~~(C₁-C₆)alkoxy optionally further substituted with 1 to 6 fluoro substituents,~~

~~(C₁-C₆)alkoxycarbonyl optionally further substituted with 1 to 6 fluoro substituents,~~

~~(C₁-C₆)alkylcarbonyloxy optionally further substituted with 1 to 6 fluoro substituents,~~

~~(C₂-C₇)cycloalkyl-(C₀-C₃)alkyl-O-, (C₂-C₇)cycloalkyl-(C₀-C₃)alkyl-O-C(O)-, and~~

~~(C₂-C₇)cycloalkyl-(C₀-C₃)alkyl-C(O)-O-;~~

~~R¹⁶ is hydrogen, (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents,~~

~~(C₁-C₆)alkylcarbonyl, (C₂-C₇)cycloalkyl(C₀-C₃)alkyl, (C₂-C₇)cycloalkyl(C₀-C₃)alkyl-C(O)-,~~

~~Ph¹-(C₀-C₃)alkyl, Ph¹-(C₀-C₃)alkyl-C(O)-, Ar²-(C₀-C₃)alkyl, or Ar²-(C₀-C₃)alkyl-C(O)-,~~

~~R¹⁷ is (C₁-C₄)alkyl optionally substituted with 1 to 6 fluoro substituents, *t*-butylsulfonyl,~~

~~(C₂-C₇)cycloalkyl(C₀-C₃)alkyl-C(O)-, (C₂-C₇)cycloalkyl(C₀-C₃)alkyl-sulfonyl, Ph¹-(C₀-~~

~~C₃)alkyl, Ph¹-(C₀-C₃)alkyl-C(O)-, Ph¹-(C₀-C₃)alkylsulfonyl, Ar²-(C₀-C₃)alkyl,~~

~~Ar²-(C₀-C₃)alkyl-C(O)-, Ar²-(C₀-C₃)alkylsulfonyl, R¹⁹OC(O)-, or R²⁰R²¹NC(O)-;~~

~~R¹⁸ is hydrogen or (C₁-C₄)alkyl optionally substituted with 1 to 6 fluoro substituents, or R¹⁷ and~~

~~R¹⁸, taken together with the nitrogen atom to which they are attached form Het¹ where Het¹ is substituted with oxo on a carbon atom adjacent to the ring nitrogen atom, or~~

~~R¹⁷ and R¹⁸, taken together with the nitrogen atom to which they are attached, form an~~

~~aromatic heterocycle selected from the group consisting of pyrrolyl, pyrazolyl, imidazolyl,~~

~~1,2,3-triazolyl, and 1,2,4-triazolyl,~~

~~said aromatic heterocycle optionally being substituted with 1 to 2 halo substituents, or~~

~~substituted with 1 to 2 (C₁-C₄)alkyl substituents optionally further substituted with~~

~~1 to 3 fluoro substituents, or mono substituted with fluoro, nitro, cyano, -SCF₃, or~~

~~(C₁-C₄)alkoxy optionally further substituted with 1 to 3 fluoro substituents, and~~

~~optionally further substituted with a (C₁-C₄)alkyl substituent optionally further substituted with 1 to 3 fluoro substituents;~~

~~R¹⁹ is (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl (C₀-C₃)alkyl, Ar²-(C₀-C₃)alkyl, or Ph¹-(C₀-C₃)alkyl;~~

~~R²⁰ is (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl (C₀-C₃)alkyl, Ar²-(C₀-C₃)alkyl, or Ph¹-(C₀-C₃)alkyl;~~

~~R²¹ is hydrogen or (C₁-C₄)alkyl optionally substituted with 1 to 6 fluoro substituents, or R²⁰ and R²¹, taken together with the nitrogen atom to which they are attached, form Het¹;~~

~~R²² is (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl (C₀-C₃)alkyl, R²³-O-, Ph¹-(C₀-C₃)alkyl, Ar²-(C₀-C₃)alkyl, or R³²R³³N-;~~

~~R²³ is (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl (C₀-C₃)alkyl, Ph¹-(C₀-C₃)alkyl, or Ar²-(C₀-C₃)alkyl;~~

R²⁴ is (C₁-C₆)alkoxy(C₂-C₅)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₁-C₆)alkylthio(C₂-C₅)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl(C₀-C₁)alkyl-O-(C₁-C₅)alkyl, (C₃-C₇)cycloalkyl(C₀-C₁)alkyl-S-(C₁-C₅)alkyl, phenyl(C₁-C₃) *n*-alkyl, Ph²-(C₁-C₃)-*n*-alkyl, Ar²(C₀-C₃) *n*-alkyl, phenyl(C₀-C₁)alkyl-O-(C₁-C₅)alkyl, phenyl(C₀-C₁)alkyl-S-(C₁-C₅)alkyl, Ph¹-(C₀-C₁)alkyl-C(O)NH-(C₂-C₄)alkyl, Ph¹-(C₀-C₁)alkyl-NH-C(O)NH-(C₂-C₄)alkyl, pyridyl-(C₀-C₁)alkyl-C(O)NH-(C₂-C₄)alkyl, pyridyl-(C₀-C₁)alkyl-NH-C(O)NH-(C₂-C₄)alkyl, or Ar³(C₁-C₂)alkyl,

where Ar³ is a bi-cyclic moiety selected from a group consisting of indanyl, indolyl, dihydrobenzofuranyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzothiazolyl, benzo[1,3]dioxolyl, naphthyl, dihydrobenzopyranyl, quinoliny, isoquinoliny, and benzo[1,2,3]thiadiazolyl,

said Ar³ optionally being substituted with (C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents, phenyl(C₀-C₁)alkyl optionally further substituted with 1 to 6 fluoro substituents, or substituted with (C₃-C₇)cycloalkyl(C₀-C₃)alkyl, or substituted with 1-3 substituents independently selected from the group consisting of halo, oxo, methyl, and -CF₃,

said phenyl(C₁-C₃) *n*-alkyl, Ph²-(C₁-C₃) *n*-alkyl, or Ar²(C₀-C₃) *n*-alkyl optionally being substituted on the *n*-alkyl moiety when present with (C₁-C₃)alkyl, dimethyl, gem-ethano, 1 to 2 fluoro substituents, or (C₁-C₆)alkyl-C(O)-,

said $\text{Ar}^2(\text{C}_0\text{-C}_3)$ *n*-alkyl being alternatively optionally substituted with a substituent selected from the group consisting of $(\text{C}_3\text{-C}_7)\text{cycloalkyl-(C}_0\text{-C}_3\text{)alkyl}$, $\text{Het}^1\text{-(C}_0\text{-C}_3\text{)alkyl}$, $\text{pyridyl-(C}_0\text{-C}_3\text{)alkyl}$, $\text{phenyl-(C}_0\text{-C}_3\text{)alkyl}$, $\text{pyridyl-(C}_0\text{-C}_3\text{)alkyl-NH-}$, $\text{phenyl-(C}_0\text{-C}_3\text{)alkyl-NH-}$, $(\text{C}_1\text{-C}_6)\text{alkyl-S-}$, and $(\text{C}_3\text{-C}_7)\text{cycloalkyl-(C}_0\text{-C}_3\text{)alkyl-S-}$, and optionally further substituted with one methyl, $-\text{CF}_3$, cyano, or $-\text{SCF}_3$ substituent, or with 1 to 2 halo substituents,

said $\text{pyridyl-(C}_0\text{-C}_3\text{)alkyl}$ and $\text{phenyl-(C}_0\text{-C}_3\text{)alkyl}$ optionally being further substituted with 1-3 substituents independently selected from halo, $-\text{CH}_3$, $-\text{OCH}_3$, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{CN}$, and $-\text{SCF}_3$, and

said $\text{Ph}^2\text{-(C}_1\text{-C}_3)$ *n*-alkyl and $\text{Ar}^2(\text{C}_0\text{-C}_3)$ *n*-alkyl where Ar^2 is pyridyl, also optionally being substituted on the phenyl or Ar^2 moiety, respectively, with phenyl-CH=CH- or $\text{phenyl-C}\equiv\text{C-}$,

said phenyl-CH=CH- or $\text{phenyl-C}\equiv\text{C-}$ being optionally further substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-\text{SCF}_3$, $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally further substituted with 1 to 6 fluoro substituents, and $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally further substituted with 1 to 6 fluoro substituents, and

said $\text{Ar}^2(\text{C}_0\text{-C}_3)$ *n*-alkyl where Ar^2 is pyridyl, alternatively, optionally being substituted with $(\text{C}_1\text{-C}_6)\text{alkyl-C(O)-}$ or $\text{R}^{28}\text{R}^{29}\text{N-C(O)-}$, and optionally further substituted with one methyl, $-\text{CF}_3$, cyano, or $-\text{SCF}_3$ substituent, or with 1 to 2 halo substituents,

said $\text{phenyl(C}_0\text{-C}_1\text{)alkyl-O-(C}_1\text{-C}_5\text{)alkyl}$, or $\text{phenyl(C}_0\text{-C}_1\text{)alkyl-S-(C}_1\text{-C}_5\text{)alkyl}$ optionally being substituted on the phenyl moiety with $(\text{C}_1\text{-C}_2)\text{-S(O)}_2\text{-}$, or with 1 to 5 independently selected halo substituents, or with 1 to 3 substituents independently selected from the group consisting of halo, cyano, $-\text{SCF}_3$, $(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally further substituted with 1 to 6 fluoro substituents, and $(\text{C}_1\text{-C}_6)\text{alkoxy}$ optionally further substituted with 1 to 6 fluoro substituents, and

said $\text{pyridyl-(C}_0\text{-C}_1\text{)alkyl-C(O)NH-(C}_2\text{-C}_4\text{)alkyl}$ and $\text{pyridyl-(C}_0\text{-C}_1\text{)alkyl-NH-C(O)NH-(C}_2\text{-C}_4\text{)alkyl}$ optionally being substituted on the pyridyl moiety with methyl, $-\text{CF}_3$, or 1 to 3 halo substituents;

R^{25} is hydrogen, $(\text{C}_1\text{-C}_3)\text{alkyl}$ optionally substituted with 1 to 6 fluoro substituents, or allyl;

R^{26} is hydrogen, $(\text{C}_1\text{-C}_4)\text{alkyl}$ optionally substituted with 1 to 6 fluoro substituents,

$(\text{C}_3\text{-C}_7)\text{cycloalkyl(C}_0\text{-C}_3\text{)alkyl}$, $\text{Ph}^1\text{-(C}_0\text{-C}_3\text{)alkyl}$, or $\text{Het}^2\text{-(C}_0\text{-C}_3\text{)alkyl}$;

R²⁷ is hydrogen or (C₁-C₄)alkyl optionally substituted with 1 to 6 fluoro substituents, or R²⁶ and R²⁷, taken together with the nitrogen atom to which they are attached, form Het¹;

R²⁸ is (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl-(C₀-C₃)alkyl, tetrahydropyran-3-yl(C₀-C₃)alkyl, tetrahydropyran-4-yl(C₀-C₃)alkyl, tetrahydrofuranyl(C₀-C₃)alkyl, Ph¹-(C₀-C₂) *n*-alkyl, or Ar²-(C₀-C₂) *n*-alkyl, said Ph¹-(C₀-C₂) *n*-alkyl and Ar²-(C₀-C₂) *n*-alkyl optionally being substituted on the alkyl moiety when present with (C₁-C₃)alkyl, dimethyl, or gem-ethano;

R²⁹ is hydrogen or (C₁-C₃)alkyl;

R³⁰ is hydrogen, (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl, Ph¹-(C₀-C₃)alkyl, or Ar²-(C₀-C₃)alkyl,

R³¹ is hydrogen or (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, or R³⁰ and R³¹, taken together with the nitrogen atom to which they are attached, form Het¹, said Het¹ also optionally being substituted with phenyl optionally further substituted with 1 to 3 halo substituents;

~~R³² and R³³ are each independently hydrogen or (C₁-C₆)alkyl optionally substituted with 1 to 6 fluoro substituents, or R³² and R³³, taken together with the nitrogen atom to which they are attached, form Het¹, or R³² is Ph¹-(C₀-C₄)alkyl provided that R³³ is hydrogen;~~

~~Ar¹ is an aromatic heterocycle substituent selected from the group consisting of furanyl, thiophenyl, thiazolyl, oxazolyl, isoxazolyl, pyridyl, and pyridazinyl, any of which may optionally be substituted with 1 to 3 substituents independently selected from the group consisting of halo, (C₁-C₂)alkyl, (C₁-C₂)alkoxy, -CF₃, -O-CF₃, nitro, cyano, and trifluoromethylthio;~~

Ar² is an aromatic heterocycle substituent selected from the group consisting of pyrrolyl, pyrazolyl, imidazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, furanyl, oxazolyl, isoxazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,3,4-oxadiazolyl, thiophenyl, thiazolyl, isothiazolyl, 1,2,3-thiadiazolyl, 1,3,4-thiadiazolyl, pyridyl, pyridazinyl, and benzimidazolyl, any of which may optionally be substituted with 1 to 3 substituents independently selected from the group consisting of halo, cyano, -SCF₃, (C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C₁-C₆)alkoxy optionally further substituted with 1 to 6 fluoro substituents, and wherein pyridyl and pyridazinyl may also optionally be substituted with (C₁-C₆)alkylamino optionally further substituted with 1 to 6 fluoro substituents, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl, or (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-amino;

Het¹ is a saturated, nitrogen-containing heterocycle substituent selected from the group consisting of azetidiny, pyrrolidinyl, piperidinyl, homopiperidinyl, morpholinyl, thiomorpholinyl, homomorpholinyl, and homothiomorpholinyl, any of which may optionally be substituted with (C₁-C₆)alkyl or with 2 methyl substituents;

Het² is a saturated, oxygen-containing heterocycle substituent selected from the group consisting of tetrahydrofuranyl, tetrahydropyranyl, and oxepinyl, any of which may optionally be substituted with (C₁-C₆)alkyl or with 2 methyl substituents;

Ph¹ is phenyl optionally substituted with 1 to 5 independently selected halo substituents, or with 1 to 3 substituents independently selected from the group consisting of halo, cyano, -SCF₃, (C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C₁-C₆)alkoxy optionally further substituted with 1 to 6 fluoro substituents;

Ph² is phenyl substituted with:

- a) 1 to 5 independently selected halo substituents; or
- b) 1 to 3 substituents independently selected from the group consisting of halo, cyano, -SCF₃, nitro, hydroxy, (C₁-C₆)alkyl optionally further substituted with 1 to 6 fluoro substituents, and (C₁-C₆)alkoxy optionally further substituted with 1 to 6 fluoro substituents; or
- c) 0, 1, or 2 substituents independently selected from the group consisting of halo, cyano, -SCF₃, methyl, -CF₃, methoxy, -OCF₃, nitro, and hydroxy, together with one substituent selected from the group consisting of
 - i) (C₁-C₁₀)alkyl optionally further substituted with 1 to 6 fluoro substituents or mono-substituted with hydroxy, (C₁-C₆)alkoxy, (C₁-C₆)alkyl-C(O)-, (C₁-C₆)alkyl-S(O)-, (C₁-C₆)alkyl-S(O)₂-, (C₃-C₇)cycloalkyl(C₀-C₃)alkyloxy, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S(O)-, (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S(O)₂-, Het²-(C₀-C₃)alkyloxy, Het²-(C₀-C₃)alkyl-S(O), Het²-(C₀-C₃)alkyl-S(O)₂, Ph¹-(C₀-C₃)alkyloxy, Ph¹-(C₀-C₃)alkyl-S(O)-, Ph¹-(C₀-C₃)alkyl-S(O)₂-,
 - ii) C₁-C₁₀alkoxy-(C₀-C₃)alkyl optionally further substituted with 1 to 6 fluoro substituents, and optionally further substituted with hydroxy,
 - iii) (C₁-C₆)alkyl-C(O)-(C₀-C₃)alkyl optionally further substituted with 1 to 6 fluoro substituents,
 - iv) carboxy,
 - v) (C₁-C₆)alkoxycarbonyl optionally further substituted with 1 to 6 fluoro substituents,

- vi) (C₁-C₆)alkyl-C(O)-(C₀-C₃)-O- optionally further substituted with 1 to 6 fluoro substituents,
- vii) (C₁-C₆)alkylthio-(C₀-C₃)alkyl optionally further substituted with 1 to 6 fluoro substituents,
- viii) (C₁-C₆)alkylsulfinyl-(C₀-C₃)alkyl optionally further substituted with 1 to 6 fluoro substituents,
- ix) (C₁-C₆)alkylsulfonyl-(C₀-C₃)alkyl optionally further substituted with 1 to 6 fluoro substituents,
- x) (C₁-C₆)alkylsulfonyl-(C₀-C₁)alkyl-O- optionally further substituted with 1 to 6 fluoro substituents,
- xi) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl, optionally further substituted on the cycloalkyl with 1 to 4 substituents selected from methyl and fluoro,
- xii) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-O-, optionally further substituted on the cycloalkyl with 1 to 4 substituents selected from methyl and fluoro,
- xiii) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-C(O)-,
- xiv) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-O-C(O)-,
- xv) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S-(C₀-C₃)alkyl,
- xvi) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S(O)-(C₀-C₃)alkyl,
- xvii) (C₃-C₇)cycloalkyl(C₀-C₃)alkyl-S(O)₂-(C₀-C₃)alkyl,
- xviii) Ph¹-(C₀-C₃)alkyl, optionally substituted on the alkyl moiety with 1 to 2 fluoro substituents,
- xix) Ph¹-(C₀-C₃)alkyl-O-, optionally substituted on the alkyl moiety with 1 to 2 fluoro substituents
- xx) Ph¹-(C₀-C₃)alkyl-C(O)-,
- xxi) Ph¹-(C₀-C₃)alkyl-O-C(O)-,
- xxii) Ph¹-(C₀-C₃)alkyl-C(O)-(C₀-C₃)alkyl-O-,
- xxiii) Ph¹-(C₀-C₃)alkylthio,
- xxiv) Ph¹-(C₀-C₃)alkylsulfinyl,
- xxv) Ph¹-(C₀-C₃)alkylsulfonyl,
- xxvi) Ar²(C₀-C₃)alkyl,
- xxvii) Ar²(C₀-C₃)alkyl-O-
- xxviii) Ar²-(C₀-C₃)alkyl-S-,
- xxix) Ar²(C₀-C₃)alkyl-C(O)-,

- xxx) $\text{Ar}^2(\text{C}_0\text{-C}_3)\text{alkyl-C(S)-}$,
- xxxi) $\text{Ar}^2\text{-(C}_0\text{-C}_3\text{)alkylsulfinyl}$,
- xxxii) $\text{Ar}^2\text{-(C}_0\text{-C}_3\text{)alkylsulfonyl}$,
- xxxiii) $\text{Het}^1(\text{C}_0\text{-C}_3)\text{alkyl-C(O)-}$ optionally substituted on the Het^1 moiety with Ph^1 ,
- xxxiv) $\text{Het}^1(\text{C}_0\text{-C}_3)\text{alkyl-C(S)-}$ optionally substituted on the Het^1 moiety with Ph^1 ,
- xxxv) $\text{N-linked Het}^1\text{-C(O)-(C}_0\text{-C}_3\text{)alkyl-O-}$,
- xxxvi) $\text{Het}^2\text{-(C}_0\text{-C}_3\text{)alkyl}$,
- xxxvii) $\text{Het}^2\text{-(C}_0\text{-C}_3\text{)alkyloxy}$,
- xxxviii) $\text{Het}^2\text{-(C}_0\text{-C}_3\text{)alkyl-S-}$,
- xxxix) $\text{Het}^2\text{-(C}_0\text{-C}_3\text{)alkyl-NH-}$,
- xl) $\text{R}^{26}\text{R}^{27}\text{N-}$,
- xli) $\text{R}^{28}\text{R}^{29}\text{-N-(C}_1\text{-C}_3\text{)alkoxy}$,
- xl ii) $\text{R}^{28}\text{R}^{29}\text{N-C(O)-}$,
- xl iii) $\text{R}^{28}\text{R}^{29}\text{N-C(O)-(C}_1\text{-C}_3\text{)alkyl-O-}$,
- xl iv) $\text{R}^{28}\text{R}^{29}\text{N-C(S)-}$,
- xl v) $\text{R}^{30}\text{R}^{31}\text{N-S(O)}_2\text{-}$,
- xl vi) $\text{HON=C(CH}_3\text{)-}$, and
- xl vii) $\text{HON=C(Ph}^1\text{)-}$,

or a pharmaceutically acceptable salt thereof, ~~subject to the following provisos:~~

- ~~a) — no more than two of R^1 , R^2 , R^3 , R^4 , and R^5 may be other than hydrogen;~~
- ~~b) — when R^2 is methyl, then R^1 , R^3 , R^4 , and R^5 are each hydrogen;~~
- ~~c) — when R^3 is methyl, then R^2 and R^4 are each hydrogen.~~

2. (Cancelled)

3. (Previously Presented) A compound according to Claim 1 wherein R^7 is chloro.

4. – 8. (Cancelled)

9. (Cancelled)

10. (Currently Amended) A compound according to Claim 9 1 wherein R²⁴ is Ph²-(C₁-C₃) *n*-alkyl-.

11. (Currently Amended) A compound according to Claim 9 1 wherein R²⁴ is Ar²-(C₁-C₃) *n*-alkyl-.

12. (Currently Amended) A compound according to Claim 9 1 wherein R²⁴ is Ph²-(C₁-C₃) *n*-alkyl- or Ar²-(C₁-C₃) *n*-alkyl-, and R²⁵ is hydrogen.

13. (Cancelled)

14. (Cancelled)

15. (Cancelled)

16. (Previously Presented) A pharmaceutical composition comprising a compound according to Claim 1 as an active ingredient in association with a pharmaceutically acceptable carrier, diluent or excipient.

17. (Cancelled)

18. (Original) A method for the treatment of obesity in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

19. (Original) The method of Claim 18, where the mammal is human.

20. (Previously Presented) A method for the treatment of obsessive compulsive disorder in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

21. (Original) The method of Claim 20, where the mammal is human.

22. (Cancelled)

23. (Cancelled)

24. (Original) A method for the treatment of anxiety in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 1.

25. (Original) The method of Claim 24, where the mammal is human.

26. - 37 (Cancelled)

38. (New) The compound according to Claim 1 which is 7-chloro-6-[4-(*t*-butyl-sulfonylmethyl)-benzylamino]-2,3,4,5-tetrahydro-1*H*-benzo[*d*]azepine or a pharmaceutically acceptable salt thereof.

39. (New) A pharmaceutical composition comprising a compound according to Claim 38 as an active ingredient in association with a pharmaceutically acceptable carrier, diluent or excipient.

40. (New) A method for the treatment of obesity in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 38.

41. (New) The method of Claim 40, where the mammal is human.

42. (New) A method for the treatment of obsessive compulsive disorder in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 38.

43. (New) The method of Claim 42, where the mammal is human.

44. (New) A method for the treatment of depression in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 38.

45. (New) The method of Claim 44, where the mammal is human.

46. (New) A method for the treatment of anxiety in mammals, comprising administering to a mammal in need of such treatment an effective amount of a compound according to Claim 38.

47. (New) The method of Claim 46, where the mammal is human.